



First Union Rail Corporation
NCS811
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

December 17, 2001

RECORDATION NO. 23765-D FILED

DEC 17 '01 3-01 PM

VIA UPS 2ND DAY AIR

SURFACE TRANSPORTATION BOARD

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 1, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed with the Commission on this date as Recordation Number 23765-D.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Canadian National Railway Company
935 de La Gauchetiere St. West
Montreal, Quebec H3B 2M9
Canada

A description of the railroad equipment covered by the enclosed document is (100) Bi-level autoracks built by Thrall Car Manufacturing Co. installed on flatcars built by Johnstown America (89' standard level railcars), equipped with Holden Chock System, marked CNA 712700 to 712799, inclusive.

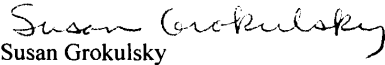
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Canadian National Railway Company, Lessee, covering (100) Bi-level autoracks built by Thrall Car Manufacturing Co. installed on flatcars built by Johnstown America (89' standard level railcars), equipped with Holden Chock System, marked CNA 712700 to 712799, inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (2) stamped originals of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,


Susan Grokulska
Manager - Documents Administration

Enclosures

(CN066)

ASSGN. NO. CN066

MEMORANDUM OF LEASE - RIDER NO. 12

THIS MEMORANDUM OF LEASE (the "Memorandum of Lease") is made and entered into as of August 1, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement dated as of June 16, 1994 (the "Lease") and Rider No. 12 thereto dated as of August 1, 2000 (the "Rider"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in Exhibit A attached hereto and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider which are incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be duly executed by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan Barrie

Title: Regional Vice President, Sales

Signature: *Susan Barrie*

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Genevieve Forcier, an attorney of the Province aforesaid, certify that Susan A. Barrie personally appeared before me this day and acknowledged her due execution of the foregoing Memorandum of Lease.

WITNESS my hand, this 7th day of ^{November} ~~July~~, 2001.

Genevieve Forcier
Attorney
#190021-8

RECORDATION NO. 23765-D FILED

DEC 17 '01 3-01 PM

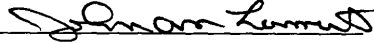
SURFACE TRANSPORTATION BOARD

LESSEE:

CANADIAN NATIONAL RAILWAY COMPANY

Name: John A.N. Lamont

Title: Sr. Manager, Asset Finance

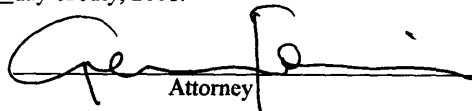
Signature: 

PROVINCE OF QUEBEC

DISTRICT OF MONTREAL

I, Genevieve Forcier, an attorney of the Province aforesaid, certify that John A.N. Lamont personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand, this 7th day of ^{November} ~~July~~, 2001.


Attorney
#190021-8

RIDER NO. 12

**EXHIBIT A
to
MEMORANDUM OF LEASE**

NUMBER OF CARS:	One hundred (100).
DESCRIPTION OF CARS:	Bi-level autoracks built by Thrall Car Manufacturing Co. installed on flatcars built by Johnstown America (89' standard level railcars), equipped with Holden Chock System.
CAR NUMBERS:	CNA 712700 to 712799, inclusive.